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BEFORE THE
ILLINOIS COMMERCE COMMISSION

IN THE MATTER OF:)
)
FORTIS, INC., and)
ITC MIDWEST, LLC,)
) No. 16-0315
Application pursuant to)
Section 7-204 of the Public)
Utilities Act for authority to)
engage in a reorganization and)
for such other approvals as may)
be required under the Public)
Utilities Act to effectuate the)
reorganization.

Chicago, Illinois
May 31, 2016

Met pursuant to notice at 11:00 a.m.

BEFORE:

GLENNON P. DOLAN, Administrative Law Judge.

1 APPEARANCES:

2 FOLEY & LARDNER, LLP, by
3 MR. THOMAS McCANN MULLOOLY
4 777 West Wisconsin Avenue
5 Milwaukee, Wisconsin 53202
6 -and-
7 FOLEY & LARDNER, LLP, by
8 MS. CATHERINE M. BASIC
9 321 North Clark Street, Suite 2800
10 Chicago, Illinois 60654
11 Appearing on behalf of Fortis, Inc.;

12 CLARK HILL, PLC, by
13 MR. CHRISTOPHER N. SKEY
14 MR. CHRISTOPHER J. TOWNSEND
15 150 North Michigan Avenue, Suite 2700
16 Chicago, Illinois 60601
17 Appearing on behalf of ITC Midwest, LLC;

18 SHAY PHILLIPS, LTD., by
19 MR. WILLIAM SHAY
20 MR. JOHN D. ALBERS
21 456 Fulton Street, Suite 255
22 Peoria, Illinois 61602
Appearing on behalf of Jo-Carroll Energy, Inc.;

MR. JOHN L. SAGONE
160 North LaSalle Street, Suite C-800
Chicago, Illinois 60601
Appearing on behalf of Staff.

SULLIVAN REPORTING COMPANY, by
Tracy L. Overocker, CSR

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I N D E X

<u>Witnesses:</u>	<u>Direct</u>	<u>Cross</u>	<u>Re-</u> <u>direct</u>	<u>Re-</u> <u>cross</u>	<u>By</u> <u>Examiner</u>
None.					

E X H I B I T S

<u>Number</u>	<u>For Identification</u>	<u>In Evidence</u>
None	so marked.	

1 JUDGE DOLAN: By direction and authority of the
2 Illinois Commerce Commission. I call Docket
3 No. 16-0315, Fortis, Incorporated, and ITC Midwest
4 LTC, an application pursuant to 7-204 of the Public
5 Utilities Act for authority to engage in a
6 reorganization and for such other approvals as may be
7 required under the Public Utilities Act to effectuate
8 the reorganization to order.

9 Would the parties please identify
10 themselves for the record.

11 MR. TOWNSEND: On behalf of ITC Midwest, LLC,
12 the law firm of Clark Hill, PLC, by Christopher J.
13 Townsend and Christopher N. Skey, 150 North Michigan
14 Avenue, Suite 2700, Chicago, Illinois 60601, phone
15 Number (312) 517-7555.

16 MR. McCANN MULLOOLY: For Fortis, Inc., the law
17 firm of Foley & Lardner, LLP, by Thomas McCann
18 Mullooly and Catherine M. Basic, 321 North Clark
19 Street, Chicago, Illinois 60654.

20 MR. ALBERS: And Shay Phillips, Limited. We
21 have Jo-Carroll Energy NFP, John Albers and William
22 Shay. The address is 456 Fulton Street, Suite 255,

1 Peoria, Illinois 61602, (309) 494-6155.

2 MR. SAGONE: And on behalf of the Staff
3 Witnesses of the Illinois Commerce Commission, John
4 Sagone, 160 North LaSalle Street, Suite C-800,
5 Chicago 60601.

6 JUDGE DOLAN: Let the record reflect there are
7 no additional appearances.

8 First off, we can go ahead and deal
9 with the Petitions to Intervene. We have Petitions
10 to Intervene by Jo-Carroll Energy, Incorporated and
11 Finn Investment PTE, Limited.

12 Is there any objections?

13 MR. TOWNSEND: No objections.

14 JUDGE DOLAN: Hearing none, those Petitions to
15 Intervene will be granted.

16 Next, we're going to go through the
17 schedule?

18 MR. TOWNSEND: Thank you, Judge. We've talked
19 with the parties about a proposed schedule and we
20 have partial agreement on the schedule and for the
21 remainder of the schedule, we'd like to propose some
22 dates understanding that we'll have an opportunity to

1 revisit those.

2 JUDGE DOLAN: Okay.

3 MR. TOWNSEND: So after today's status hearing,
4 we've discussed Staff and Intervenor Direct Testimony
5 being due on June 21st, having a status hearing a
6 following that on June 24th.

7 JUDGE DOLAN: All right. I've got to check the
8 schedule for June 24th, but go ahead.

9 MR. TOWNSEND: We've discussed having Fortis
10 and ITC rebuttal testimony due on June 30th and a
11 status hearing on July 11th.

12 JUDGE DOLAN: You keep picking all these
13 Mondays and Fridays, huh?

14 MR. TOWNSEND: That happens with an expedited
15 schedule I'm afraid, your Honor.

16 And that's where parties have had
17 agreement as to what the -- they have looked at their
18 calendars and those dates appear to work for the
19 parties, of course, deferring to your schedule and
20 the schedule of the Commission.

21 JUDGE DOLAN: I understand. Now, July 11th for
22 another status after Fortis files their briefs, you

1 said --

2 MR. TOWNSEND: So Fortis and ITC would file
3 rebuttal testimony on June 3 and then we would have a
4 status hearing on July 11th and the purpose of each
5 status hearing is, again, to look at the remainder of
6 the schedule to see if there are additional
7 deficiencies that we might be able to achieve or if
8 there are issues, to see if we need to adjust the
9 schedule.

10 JUDGE DOLAN: Okay. All right. We'll go off
11 the record real quick. Let me just check these dates
12 with the Commission calendars.

13 (Break taken.)

14 JUDGE DOLAN: All right. Both of those days
15 are open so 11:00? 10:00? Which works better for
16 people?

17 MR. McCANN MULLOOLY: 11:00 works better.

18 JUDGE DOLAN: 11:00? Okay. So we'll do
19 June 24th at 11:00 and then we'll do July 11th also
20 at 11:00.

21 MR. TOWNSEND: And, Again, we'll contact you,
22 your Honor, ahead of time if there's agreement that

1 the status hearing is not necessary for whatever
2 reason. We'll be discussing among ourselves in
3 advance of that whether or not we think either or
4 both of those are necessary.

5 JUDGE DOLAN: Okay. So then do we need to go
6 any further with the schedule than that or...

7 MR. TOWNSEND: Well, we'd like to lay out the
8 straw man schedule just for scheduling purposes.

9 JUDGE DOLAN: Okay.

10 MR. TOWNSEND: Again, appreciating that we're
11 currently looking at an evidentiary hearing with
12 people flying in internationally for the hearing as a
13 potential target date, but understanding that from
14 neither Staff nor Jo-Carroll's perspective are they
15 committing to these dates, they just understand that
16 from our perspective, these are target dates and so
17 having that in the record might be beneficial if
18 there were someone else to join the docket that we'd
19 be able to have this out as a proposed schedule.

20 JUDGE DOLAN: I understand.

21 MR. TOWNSEND: So after the July 11th status
22 hearing, we're discussed Staff and Intervenor

1 Rebuttal Testimony being due on July 14th, Fortis and
2 ITC Surrebuttal Testimony filed on July 19th,
3 prehearing motions would be due on July 21st and the
4 target date for an evidentiary hearing is July 25th.

5 If we're able to satisfy those dates,
6 we've also laid out potential briefing schedule that
7 would have initial briefs and a draft proposed order
8 or draft proposed orders due on August 8th; reply
9 briefs on August 15th; a target date for a proposed
10 order August 31st; briefs on exceptions on
11 September 7th; reply briefs on exceptions
12 September 14th with the hopes of being able to get
13 the proceeding on the Commission's docket on their
14 call ideally for the September 22nd meeting, but
15 understanding much more likely that the first date
16 would be September 28th.

17 JUDGE DOLAN: Yes, I can tell you just based on
18 internal deadlines that if July 14th is when I'm
19 getting reply briefs on exceptions, it's probably not
20 going to go on for the 22nd.

21 MR. TOWNSEND: Understood. Again, with the
22 hopes throughout this entire process that we're able

1 to resolve the differences and be able to package
2 this up so that many of those steps aren't necessary
3 and you are able to have everything well in advance
4 of September 14th.

5 JUDGE DOLAN: Okay. Subject to that, okay,
6 we'll leave that as a tentative schedule and I assume
7 that if we -- when we do an evidentiary hearing,
8 Staff will need a video hookup -- audio video hookup?

9 MR. SAGONE: That's correct.

10 JUDGE DOLAN: So we'll put in for that
11 tentatively, too, but I really won't be able to do
12 that until --

13 MR. ALBERS: Go ahead.

14 JUDGE DOLAN: I was going to say I won't be
15 able to do that until I know exactly when the
16 evidentiary hearing is going to be.

17 MR. SHAY: Your Honor, this is Bill Shay in
18 Peoria. I have one comment, if I may.

19 JUDGE DOLAN: Okay.

20 MR. SHAY: Chris Townsend, I apologize for not
21 noticing this earlier. On the remainder of that
22 schedule the straw man part, would you have any

1 objection to having draft proposed orders submitted
2 along with reply briefs rather than initial briefs?
3 That's been a somewhat common procedure.

4 MR. TOWNSEND: Again, the only hope was that we
5 would only have one round of briefing, perhaps, so
6 that's why we had targeted with the initial briefs;
7 but, again, I think we'll have --

8 MR. SHAY: Okay. Could we have -- all right.
9 If we don't have reply briefs, could we have a few
10 extra days to submit draft proposed orders beyond the
11 initial briefs? Again, subject, Judge, to your need
12 for the proposed orders in time for you to prepare
13 yours.

14 MR. TOWNSEND: Certainly that would be -- that
15 would be fine.

16 JUDGE DOLAN: Yeah, I think let's -- we can
17 visit that even at the time after the evidentiary
18 hearing, so we'll just make a note of that and give
19 you a couple extra days for the draft proposed order.

20 MR. SHAY: Okay. Thank you.

21 JUDGE DOLAN: All right. Thank you. And
22 Mr. Albers?

1 MR. ALBERS: Yes. Jo-Carroll just wanted to go
2 on record recognizing that, you know, the client's
3 needs by ITC and Fortis' needs for travel planning, I
4 just want to be clear that, you know, we, ourselves,
5 are only agreeing to the schedule through and
6 including July 11th and don't necessarily agree with
7 the rest of the schedule but, you know, we're trying
8 to be considerate of their client's travel needs and
9 just also want to say that, you know, we may
10 eventually be willing to agree to an expedited
11 schedule, but wanted to get DR responses first
12 because until we know that, we won't know what issues
13 we may have and we may not even have witnesses for
14 matter, but I just want to get that on the record.

15 JUDGE DOLAN: All right. Thank you. Then is
16 there anything else to come before the Commission
17 today?

18 MR. TOWNSEND: The Protective Order.

19 JUDGE DOLAN: Oh, okay.

20 MR. TOWNSEND: We do have a motion for a
21 Protective Order that's pending. Jo-Carroll did file
22 a response to that. We have no objection to the

1 revisions to the Protective Order that Jo-Carroll has
2 proposed.

3 JUDGE DOLAN: And Staff agree with that?

4 MR. SAGONE: We have no objection.

5 JUDGE DOLAN: Okay.

6 MR. McCANN MULLOOLY: No objection from Fortis.

7 JUDGE DOLAN: Okay. Then with that, we will
8 grant the Protective Order subject to the changes
9 that Joe Davies -- I'm sorry, that Jo-Carroll put
10 onto it and, Mr. Albers, you're going to provide me
11 with a copy of that?

12 MR. ALBERS: Yes, I will.

13 JUDGE DOLAN: Okay. In a Word version.

14 MR. TOWNSEND: The only other item that I would
15 note, your Honor, is that we have committed to work
16 towards a seven-day turn around for data request
17 responses to be able to accommodate this type of
18 expedited schedule. We have already received a first
19 round of data requests from Jo-Carroll and we're
20 undertaking to be able to respond within that seven
21 days. So going forward within the schedule, that's
22 what's contemplated in order to be able to

1 accommodate that type of turn around for the
2 schedule.

3 JUDGE DOLAN: Do you want me to make that part
4 of the record, too, that the parties agree -- the
5 parties all agree to a seven-day turn around?

6 MR. SAGONE: Mm-hmm.

7 MR. McCANN MULLOOLY: Yes.

8 MR. TOWNSEND: Yes.

9 MR. ALBERS: Yes.

10 JUDGE DOLAN: I'm assuming that Finn
11 Investments is not going to object since they're
12 basically just supporting everything coming in; is
13 that correct?

14 MR. TOWNSEND: Actually, off the record they
15 had agreed --

16 JUDGE DOLAN: Oh, that's right.

17 MR. TOWNSEND: -- in correspondence to the
18 parties, they said that they would agree to the
19 seven-day turn around as well.

20 JUDGE DOLAN: Okay. And then just so the
21 parties know, unless there is an issue about
22 discovery, I don't really need to be included in

1 those e-mails either, I did see that one now that you
2 say that, but I ignored it but it officially wasn't
3 on the record yet, but I don't need to be there
4 unless there is issues concerning discovery. Okay?

5 Then subject to that, is there
6 anything else to come before the Commission today?

7 (No response.)

8 We will be entered and continued until
9 June 24th at 11:00 a.m.

10 (Whereupon, the hearing in the
11 above-entitled matter was
12 continued until June 24, 2016 at
13 11:00 a.m.)

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